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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION IX

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|---------------------------------------|---|------------------------|
| In the matter of: |) | |
| Siemens Components, Inc. and |) | |
| Intersil, Inc. |) | ADMINISTRATIVE CONSENT |
| Respondents |) | ORDER |
| |) | Docket No. 93-16 |
| Proceeding Under Section 122(h)(1) |) | |
| of the Comprehensive Environmental |) | |
| Response, Compensation and Liability) |) | |
| Act of 1980 (42 U.S.C. §9622(h)(1)) |) | |
| as amended by the Superfund |) | |
| Amendments and Reauthorization |) | |
| Act of 1986 |) | |

This Order is issued by the United States Environmental Protection Agency ("EPA") and is agreed to by Siemens Components, Inc. and Intersil, Inc. ("Respondents"). The purpose of this Order is for EPA to recover response costs incurred and response costs to be incurred by the United States at or in connection with the Intersil Inc./ Siemens Components, Inc. site ("Site") in Cupertino, CA and to resolve the liability of the Respondents for such response costs.

EPA is authorized to enter into this Order pursuant to the authority vested in the Administrator of the EPA by Section 122(h)(1) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended by the Superfund Amendments and Reauthorization Act of 1986, Pub. L. No. 99-499 ("CERCLA"), which authority has been delegated to the Regional Administrators of the EPA by EPA Delegation No. 14-14-D (Sept. 13, 1987), and redelegated to the Director, Hazardous Waste Management Division, EPA Region IX.

WHEREAS, EPA alleges that hazardous substances as defined by Section 101(14) of CERCLA, 42 U.S.C. section 9601(14), are present at the Site and that such hazardous substances have been or are threatened to be released into the environment from the

Site;

WHEREAS, EPA alleges that the Site is a "facility" as defined in Section 101(9) of CERCLA, 42 U.S.C. section 9601(9);

WHEREAS, EPA alleges that such releases or threatened releases required response action to be undertaken at the Site pursuant to Section 104 of CERCLA, 42 U.S.C. section 9604, and will require further response action to be undertaken in the future;

WHEREAS, EPA alleges that in performing this response action, it has incurred response costs at or in connection with the Site totalling \$285,562.56 as of July 31, 1991, and that further response costs will be incurred in the future;

WHEREAS, EPA alleges that the Respondents are responsible parties pursuant to Section 107(a) of CERCLA, 42 U.S.C. section 9607(a), and are liable for response costs incurred and to be incurred at or in connection with the Site;

WHEREAS, the Regional Administrator of EPA Region IX has determined that the total response costs incurred by the United States to date at or in connection with the Site do not exceed \$500,000, excluding interest, and that, based upon information currently available to EPA, total United States response costs at or in connection with the Site are not anticipated to exceed \$500,000, excluding interest, in the future; and

WHEREAS, EPA and the Respondents desire to settle certain claims arising from the Respondents' alleged involvement with the Site without litigation and without the admission or adjudication of any issue of fact or law;

NOW, THEREFORE, in consideration of the promises herein, and intending to be legally bound hereby, it is ordered and agreed as follows:

1. This Order shall be binding upon EPA and shall be binding upon the Respondents and their successors and assigns. Each signatory to this Order represents that he or she is fully authorized to enter into the terms and conditions of this Order and to bind legally the party represented by him or her. The Respondents agree to undertake all actions required by this Order. The Respondents consent to the issuance of this Order and will not contest EPA's authority to enter into this Order or to implement or enforce its terms.

2. The Respondents agree to pay to the Hazardous Substance Superfund \$1,403.42 within ten days of the effective date of this Order. Respondents have previously paid \$256,365.56, including

\$703.00 in interest, to EPA. Together, these amounts shall be a complete and final settlement of all response costs incurred on or before July 31, 1991.

3. The Respondents' payments under this Order shall be made by certified or cashier's check made payable to "EPA-Hazardous Substance Superfund." The check shall reference the name and address of the Respondents, the site name and identification number, and the EPA docket number for this action and shall be sent by the Respondents to:

EPA Region IX
ATTN: Superfund Accounting
P.O. Box 360863M
Pittsburgh, PA 15251

4. The Respondents shall simultaneously send a copy of its check to:

David Silverman
Mail Code RC-3-1
U.S. Environmental Protection Agency, Region IX
75 Hawthorne Street
San Francisco, CA 94105

5. In addition to any other remedies or sanctions available to EPA, any Respondent who fails or refuses to comply with any term or condition of this Order shall be subject to enforcement action pursuant to Section 122(h)(3) of CERCLA, 42 U.S.C. § 9622(h)(3), and to civil penalties pursuant to Sections 122(1) and 109 of CERCLA, 42 U.S.C. §§ 9622(1) and 9609.

6. a. For response costs incurred after July 31, 1991, Respondents shall not be liable for area-wide or regional costs for studies or oversight activities that do not directly relate to the remedial actions described in the Record of Decision or the Regional Water Quality Control Board Orders for the Site, or future modifications thereof. Respondents agree to pay EPA's future response costs incurred at or in connection with the Site, not inconsistent with the National Contingency Plan, including response costs incurred from and after July 31, 1991. EPA shall provide a cost summary of its response costs annually to Respondents. Respondents shall reimburse EPA for such response costs within thirty days from receipt of EPA's annual cost summary, in accordance with the procedures set forth in Sections 3 and 4 of this Order.

b. In the event that response costs exceed \$25,000 within a twelve-month period, and upon request, EPA shall provide Respondents with reasonable documentation evidencing such costs.

c. Respondents reserve the right to demonstrate, and shall bear the burden of proving, that EPA's cost summary

contains accounting errors or that EPA's future response costs are inconsistent with the applicable National Contingency Plan. Such objection shall be made in writing within 30 days of receipt of the cost summary and delivered to EPA at the address set forth in section 4 above. Any such objection shall specifically identify the contested response cost and the basis for the objection. EPA reserves the right to enforce this Order, pursuant to Section 5 of this Order, and to bring an action against Respondents pursuant to Section 107 of CERCLA, 42 U.S.C. §9607, for payment of costs that have been contested and remain unpaid, and to seek any other appropriate relief.

7. Subject to Section 9 of this Order, upon payment of the amount specified in Section 2 of this Order, EPA agrees that the Respondents, their officers, directors, agents, predecessors, successors, and assigns shall have resolved any and all civil liability to EPA under Section 107(a) of CERCLA, 42 U.S.C. section 9607(a), for reimbursement of EPA response costs incurred at or in connection with the Site as of July 31, 1991. The Respondents shall also have resolved any and all civil liability to EPA under Section 107(a) of CERCLA for reimbursement of future response costs paid by the Respondents under Section 6 above.

8. A cost shall be deemed to have been "incurred" for purposes of Sections 6 and 7 as of the date it is paid by EPA, or, if applicable, as of the date it is paid by the agency or entity administering CERCLA funds granted by EPA.

9. Nothing in this Order is intended to be nor shall it be construed as a release, covenant not to sue, or compromise of any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which EPA may have against the Respondents for:

a) any liability as a result of failure to make the payments required by Sections 2 and 6 of this Order or other failure to comply with terms of this Order; or

b) any liability not expressly included in Section 7 above, including, without limitation any liability for i) injunctive relief at the Site; ii) response costs other than those specifically described under Sections 2 and 6 above; iii) damages for injury to or loss or destruction of natural resources; or iv) criminal liability.

10. Nothing in this Order is intended to be nor shall it be construed as a release, covenant not to sue, or compromise of any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which EPA may have against any person, firm, corporation or other entity not a signatory to this Order.

11. The Respondents agree not to assert any claims or causes of action against the United States or the Hazardous Substance Superfund arising out of response activities undertaken at, or relating in any way to, the Site, or to seek any other costs, damages, or attorney's fees from the United States, its agencies, employees or contractors arising out of response activities undertaken at, or relating in any way to, the Site. The Respondents waive any right they might have to seek reimbursement from EPA pursuant to Section 106 of CERCLA, 42 U.S.C. § 9606, for any costs pertaining to the Site.

12. With regard to claims for contribution against the Respondents for matters addressed in this Order, the parties hereto agree that the Respondents are entitled, as of the effective date of this Order, to such protection from contribution actions or claims as is provided in Section 122(h)(4) of CERCLA.

13. The parties have agreed to this Order to avoid unnecessary conflict or litigation. By entering into this Order, Respondents do not admit any findings, conclusions of law, or allegations in this Order, nor do they admit liability or admissions of law or fact or responsibility for releases or threatened releases of hazardous substances to the environment.

14. Intersil, Inc. and Siemens, Inc. shall be jointly and severally liable for performance of Respondents' obligations set forth in this Order and for all remedies and sanctions available to EPA in the event of noncompliance as set forth in Sections 5 and 6 of this Order.

15. This Order shall be subject to a thirty-day public comment period pursuant to Section 122(i) of CERCLA. In accordance with Section 122(i)(3) of CERCLA, EPA may modify or withdraw its consent to this Order if comments received disclose facts or considerations which indicate that this Order is inappropriate, improper or inadequate.

16. The effective date of this Order shall be the date upon which EPA issues written notice to the Respondents that the public comment period pursuant to Section 15 of this Order has

closed and that comments received, if any, do not require modification of or EPA withdrawal from this Order.

IT IS SO AGREED:

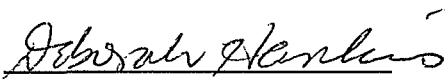
Respondents:

Siemens Components, Inc.

By: 

8-6-93
Date

Its: Executive Vice President
& Chief Financial Officer
Intersil, Inc.

By: 

8-6-93
Date

Its: Executive Vice President - Engineering

The above being agreed and consented to, IT IS SO ORDERED:

this 10th day of September, 1993.

U.S. Environmental Protection Agency

By: 

Jeff Zelikson, Director
Hazardous Waste Management Division
Region IX